

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On October 26, 2010, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Between Reorganized Debtors and Etkin Management LLC, as Agent for 1401 Troy Associates Limited Partnership, Compromising and Allowing Proof of Administrative Expense Claim Number 19089 (Docket No. 20674) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation and Agreed Order Between Reorganized Debtors and Logistics Insight Corporation Withdrawing Proof of Administrative Expense Claim Number 17307 (Logistics Insight Corporation) (Docket No. 20675) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation and Agreed Order Between Reorganized Debtors and Stephen P. Gale Withdrawing Proof of Administrative Expense Claim Number 17837 (Stephen P. Gale) (Docket No. 20731) [a copy of which is attached hereto as Exhibit E]
- 4) Joint Stipulation and Agreed Order Between Reorganized Debtors and Gibbs Die Casting Corporation Withdrawing Proof of Administrative Expense Claim Number 18997 (Gibbs Die Casting Corporation) (Docket No. 20732) [a copy of which is attached hereto as Exhibit F]

- 5) Joint Stipulation and Agreed Order Between Reorganized Debtors, the EDS Parties and the HP Parties Providing Hewlett-Packard Company an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. § 502(h) (Docket No. 20733) [a copy of which is attached hereto as Exhibit G]
- 6) Joint Stipulation and Agreed Order Between Reorganized Debtors and ICX Corporation Withdrawing (A) ICX Corporation's Proposed Cure Claims and (B) Response to Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13638) (Docket No. 20742) [a copy of which is attached hereto as Exhibit H]
- 7) Joint Stipulation and Agreed Order Between Reorganized Debtors and IBJTC Business Credit Corporation, as Successor to IBJ Whitehall Business Credit Corporation Withdrawing (A) IBJTC Business Credit Corporation's Proposed Cure Claims (Docket No. 12983) and (B) Response to Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13651) (Docket No. 20743) [a copy of which is attached hereto as Exhibit I]
- 8) Joint Stipulation and Agreed Order Between Reorganized Debtors and Greywolf Capital Management LP Compromising and Allowing Proof of Administrative Expense Claim Number 19001 (Greywolf Capital Management LP) (Docket No. 20744) [a copy of which is attached hereto as Exhibit J]

On October 26, 2010, I caused to be served the document listed below upon the party listed on Exhibit K hereto via postage pre-paid U.S. mail:

- 9) Joint Stipulation and Agreed Order Between Reorganized Debtors and Etkin Management LLC, as Agent for 1401 Troy Associates Limited Partnership, Compromising and Allowing Proof of Administrative Expense Claim Number 19089 (Docket No. 20674) [a copy of which is attached hereto as Exhibit C]

On October 26, 2010, I caused to be served the document listed below upon the party listed on Exhibit L hereto via postage pre-paid U.S. mail:

- 10) Joint Stipulation and Agreed Order Between Reorganized Debtors and Logistics Insight Corporation Withdrawing Proof of Administrative Expense Claim Number 17307 (Logistics Insight Corporation) (Docket No. 20675) [a copy of which is attached hereto as Exhibit D]

On October 26, 2010, I caused to be served the document listed below upon the party listed on Exhibit M hereto via postage pre-paid U.S. mail:

- 11) Joint Stipulation and Agreed Order Between Reorganized Debtors and Stephen P. Gale Withdrawing Proof of Administrative Expense Claim Number 17837 (Stephen P. Gale) (Docket No. 20731) [a copy of which is attached hereto as Exhibit E]

On October 26, 2010, I caused to be served the document listed below upon the parties listed on Exhibit N hereto via postage pre-paid U.S. mail:

- 12) Joint Stipulation and Agreed Order Between Reorganized Debtors and Gibbs Die Casting Corporation Withdrawing Proof of Administrative Expense Claim Number 18997 (Gibbs Die Casting Corporation) (Docket No. 20732) [a copy of which is attached hereto as Exhibit F]

On October 26, 2010, I caused to be served the document listed below upon the parties listed on Exhibit O hereto via postage pre-paid U.S. mail:

- 13) Joint Stipulation and Agreed Order Between Reorganized Debtors, the EDS Parties and the HP Parties Providing Hewlett-Packard Company an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. § 502(h) (Docket No. 20733) [a copy of which is attached hereto as Exhibit G]

On October 26, 2010, I caused to be served the document listed below upon the party listed on Exhibit P hereto via postage pre-paid U.S. mail:

- 14) Joint Stipulation and Agreed Order Between Reorganized Debtors and ICX Corporation Withdrawing (A) ICX Corporation's Proposed Cure Claims and (B) Response to Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13638) (Docket No. 20742) [a copy of which is attached hereto as Exhibit H]

On October 26, 2010, I caused to be served the document listed below upon the party listed on Exhibit Q hereto via postage pre-paid U.S. mail:

- 15) Joint Stipulation and Agreed Order Between Reorganized Debtors and IBJTC Business Credit Corporation, as Successor to IBJ Whitehall Business Credit Corporation Withdrawing (A) IBJTC Business Credit Corporation's Proposed Cure Claims (Docket No. 12983) and (B) Response to Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13651) (Docket No. 20743) [a copy of which is attached hereto as Exhibit I]

On October 26, 2010, I caused to be served the document listed below upon the party listed on Exhibit R hereto via postage pre-paid U.S. mail:

- 16) Joint Stipulation and Agreed Order Between Reorganized Debtors and Greywolf Capital Management LP Compromising and Allowing Proof of Administrative Expense Claim Number 19001 (Greywolf Capital Management LP) (Docket No. 20744) [a copy of which is attached hereto as Exhibit J]

Dated: October 29, 2010

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 29th day of October, 2010, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 3/20/11

EXHIBIT A

Post-Emergence Master Service List

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EXHIBIT B

Post-Emergence Master Service List

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EXHIBIT C

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND ETKIN MANAGEMENT LLC, AS AGENT FOR 1401 TROY
ASSOCIATES LIMITED PARTNERSHIP, COMPROMISING AND
ALLOWING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 19089

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), and Etkin Management LLC, as Agent for 1401 Troy Associates Limited Partnership, (the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Etkin Management LLC, As Agent For 1401 Troy Associates Limited Partnership, Compromising And Allowing Proof Of Administrative Expense Claim Number 19089 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 15, 2009, the Claimants filed proof of administrative expense claim number 19089 against Delphi. The claim asserts an administrative expense priority claim in the amount of \$263,342.03 for alleged damages occurring in connection with a certain leased premises (the "Claim").

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the

consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 11, 2010, the Claimants filed the Response Of Etkin Management LLC, As Agent For 1401 Troy Associates Limited Partnership, In Opposition To Reorganized Debtors' Objection To Proof Of Claim Number 19089 Included In Reorganized Debtors' Forty-Third Omnibus Claims Objection (Docket No. 19418) (the "Response").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that the Claim should be allowed as an administrative expense priority claim in the amount of \$147,500.00 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and Claimants stipulate and agree as follows:

1. The Claim is allowed in the amount of \$147,500.00 (the "Allowed Claim") and shall be treated as an administrative expense priority claim against DPH-DAS LLC and paid as an administrative expense priority claim in accordance with the terms of the Modified Plan and this Stipulation.

2. Both (a) the Forty-Third Omnibus Claims Objection with respect to the Claim and (b) the Response are hereby deemed withdrawn with prejudice.

3. DPH-DAS LLC shall pay the Allowed Claim in full and final satisfaction of the Claim within 60 days of the Court entering this Stipulation. Such payment will be remitted by check payable to "Etkin Management LLC" and will be timely delivered to its counsel, as follows:

Honigman Miller Schwartz and Cohn LLP
Attention: E. Todd Sable
660 Woodward Avenue
2290 First National Building
Detroit, Michigan 48226-3506

4. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Claim.

5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 18th day of October, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

[Stipulation of counsel appear on Page 5]

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
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/s/ E. Todd Sable

E. Todd Sable
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- and -

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

Attorneys for Etkin Management LLC

EXHIBIT D

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

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International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND LOGISTICS INSIGHT CORPORATION WITHDRAWING
PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 17307

(LOGISTICS INSIGHT CORPORATION)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Logistics Insight Corporation (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Logistics Insight Corporation Disallowing And Expunging Proof Of Administrative Expense Claim Number 17307 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 6, 2009, the Claimant filed proof of administrative expense claim number 17307 against Delphi which asserts an administrative claim in the amount of \$57,129.69 for shipping and logistics services (the "Claim")

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on October 15, 2009, the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 18, 2010, the Claimant filed the Response To Reorganized Debtors' Forty-Third Omnibus Claims Objection To Proof Of Claim No. 17307 Filed By Logistics Insight Corporation (Docket No. 19497) (the "Response").

WHEREAS, the Claim was satisfied in full by the Debtors and no further amounts are owed to Claimant on account of the Claim.

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim will be deemed withdrawn.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 17307 is hereby deemed withdrawn with prejudice.
2. The Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 18th day of October, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
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/s/ Geoffrey Pavlic

Mark H. Shapiro
Geoffrey Pavlic
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Attorney for Logistics Insight Corporation

- and -

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Reorganized Debtors

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DPH Holdings Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND STEPHEN P. GALE WITHDRAWING
PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 17837

(STEPHEN P. GALE)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Stephen P. Gale respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Stephen P. Gale Withdrawing Proof Of Administrative Expense Claim Number 17837 (Stephen P. Gale) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 8, 2009, Mr. Gale filed proof of administrative expense claim number 17837 against Delphi, which asserts an administrative claim in an unliquidated amount (the "Claim") for certain income tax reimbursements.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on April 16, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 19873) (the "Forty-Seventh Omnibus Claims Objection").

WHEREAS, on May 11, 2010, Mr. Gale filed the Response To Objection To Claim For Administrative Claim (Docket No. 20030) (the "Response").

WHEREAS, to resolve the Forty-Seventh Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and Mr. Gale entered into this Stipulation, pursuant to which the Reorganized Debtors and Mr. Gale agreed that the Claim should be deemed withdrawn.

NOW, THEREFORE, the Reorganized Debtors and Mr. Gale stipulate and agree as follows:

1. The Claim is hereby deemed withdrawn with prejudice.
2. The Response is hereby deemed withdrawn with prejudice.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 25th day of October, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

/s/ Stephen P. Gale
Stephen P. Gale
16916 Buckingham Road
Beverly Hills, Michigan 48025

- and -

Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

EXHIBIT F

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DPH Holdings Corp. Legal Information Website:
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND GIBBS DIE CASTING CORPORATION WITHDRAWING PROOF
OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 18997

(GIBBS DIE CASTING CORPORATION)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Gibbs Die Casting Corporation (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Gibbs Die Casting Withdrawing Proof Of Administrative Expense Claim Number 18997 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 18997 against DAS LLC, which asserts an administrative claim in the amount of \$91,999.02 stemming from goods and services provided to the Debtors (the "Claim").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or

otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on October 15, 2009, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 17, 2010, the Claimant filed the Response Of Gibbs Die Casting Corporation To Reorganized Debtors' Forty-Third Omnibus Claims Objection (Docket No. 19472) (the "Response").

WHEREAS, the obligations asserted in the Claim have been satisfied in full by the Debtors and no further amounts are owed on account of the Claim.

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim will be deemed withdrawn.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 18997 is hereby deemed withdrawn with prejudice.

2. The Response is hereby deemed withdrawn with prejudice.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 25th day of October, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

/s/ Michael K. McCrory
Michael K. McCrory
Mark R. Owens
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11 South Meridian Street
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Attorneys for Gibbs Die Casting Corporation

- and -

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Reorganized Debtors

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Reorganized Debtors

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DPH Holdings Legal Information Website:
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, THE EDS PARTIES AND THE HP PARTIES PROVIDING
HEWLETT-PACKARD COMPANY AN ALLOWED GENERAL
UNSECURED NON-PRIORITY CLAIM PURSUANT TO 11 U.S.C. § 502(h)

DPH Holdings Corp. and certain of its affiliate reorganized debtors in the above-
captioned cases (collectively, the “Reorganized Debtors”), HP Enterprise Services, LLC, HP
Enterprise Services UK Ltd, Hewlett-Packard (Canada) Co. (collectively, the “EDS Parties”),

and Hewlett-Packard Company, Hewlett-Packard Financial Services Company and Hewlett-Packard Mexico, S. de R.L. de C.V. (collectively, the “HP Parties”) (the EDS Parties and HP Parties are collectively referred to herein as the “Defendants”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, The EDS Parties And The HP Parties Providing Hewlett-Packard Company An Allowed General Unsecured Non-Priority Claim Pursuant To 11. U.S.C. § 502(h) (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S. C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, certain of the Defendants filed proofs of claim in the Debtors’ bankruptcy proceedings, including proofs of claim numbered 12678, 9352, and 10683 (collectively, the “Proofs of Claim”).

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.” Modified Plan, art. 9.6.

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of the action asserted in the Complaints (as defined below) and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, on September 26, 2007, the Reorganized Debtors commenced adversary proceedings (the “Adversary Proceedings”) by filing complaints (“the Complaints”) to avoid and recover certain amounts (the “Transfers”) from the Defendants.

WHEREAS, the Reorganized Debtors and the Defendants entered into a settlement agreement dated as of October 11, 2010 (the “Settlement Agreement”) to resolve the Adversary Proceedings with respect to the alleged Transfers, pursuant to which the Reorganized Debtors and the Defendants agreed *inter alia* that: (i) the Reorganized Debtors would withdraw any and all pending objections with respect to the Proofs of Claim; (ii) to the extent not previously allowed, the Reorganized Debtors would allow the Proofs of Claim in accordance with the terms of the Modified Plan; and (iii) the Reorganized Debtors would allow Hewlett-Packard Company to receive, pursuant to 11 U.S.C. §502(h), an additional allowed general unsecured non-priority claim against Delphi Automotive Systems LLC in Case No. 05-44640 in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and the Defendants stipulate and agree as follows:

1. Any and all claims objections with respect to the Proofs of Claim are hereby withdrawn with prejudice and, to the extent not previously allowed, the Proofs of Claim are allowed as follows:

- a. Claim No. 12678, is allowed as an unsecured non-priority claim in the amount of \$11,678,813.95 against DAS LLC in Case No. 05-44640, and in the amount of \$4,999,999.93 against Delphi in Case No. 05-44481.
- b. Claim No. 9352, is allowed as an unsecured non-priority claim in the amount of \$4,921,104.00 against DAS LLC in Case No. 05-44640.
- c. Claim No. 10683 is allowed as an unsecured non-priority claim in the amount of \$166,642.02 against DAS LLC in Case No. 05-44640.

2. Pursuant to 11 U.S.C. § 502(h), the Hewlett-Packard Company shall receive an additional allowed general unsecured non-priority claim against DAS LLC in Case No. 05-44640 in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 25th day of October, 2010.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
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/s/ Lisa M. Schweitzer
Lisa M. Schweitzer
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Attorneys for EDS Parties and the HP
Parties

-and-

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Attorneys for DPH Holdings, Corp., et al.,
Reorganized Debtors

EXHIBIT H

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Ron E. Meisler

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Reorganized Debtors

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DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS AND
ICX CORPORATION WITHDRAWING (A) ICX CORPORATION'S PROPOSED CURE CLAIMS
AND (B) RESPONSE TO DEBTORS' OMNIBUS 8.2(b) CURE OBJECTION (DOCKET NO. 13638)

DPH Holdings Corp. and its subsidiaries and affiliates (collectively, the "Reorganized Debtors") and ICX Corporation ("ICX") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And ICX Corporation Withdrawing (A) ICX Corporation's Proposed Cure Claims And (B) Response To Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13638) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, ICX filed an undocketed notice of proposed cure claims of ICX Corporation (the "ICX Cure Claim").

WHEREAS, on April 24, 2008, the Debtors objected to the ICX Cure Claim pursuant to the Debtors' (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13459) (the "Omnibus 8.2(b) Cure Objection").

WHEREAS, on May 21, 2008, ICX filed ICX Corporation's Response To Debtors' (I) Omnibus Objection Pursuant to Confirmation Order, 11 U.S.C. §§ 105(a), And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13638) (the "ICX 8.2(b) Response").

WHEREAS, on May 29, 2008, this Court entered its Omnibus Order (I) Pursuant

To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13696) (the "Omnibus 8.2(b) Cure Objection Order"), which, among other things, listed the ICX Cure Claim as a disputed Cure Proposal and authorized the Debtors and the respective counterparties to "negotiate in good faith to reach a consensual resolution of the disputed Cure Proposal."

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707).

WHEREAS, to resolve the Omnibus 8.2(b) Cure Objection with respect to the ICX Cure Claim and the ICX 8.2(b) Response, the Reorganized Debtors and ICX entered into this Stipulation, pursuant to which the parties agree that the ICX Cure Claim and the ICX 8.2(b) Response are each deemed withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and ICX stipulate and agree as follows:

1. The ICX Cure Claim is hereby deemed withdrawn with prejudice.
2. The ICX 8.2(b) Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 26th day of October, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Ron E. Meisler
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
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/s/ Leo J. Gibson
Leo J. Gibson
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Attorney for ICX Corporation

- and -

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Reorganized Debtors

EXHIBIT I

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International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS AND
IBJTC BUSINESS CREDIT CORPORATION, AS SUCCESSOR TO IBJ WHITEHALL BUSINESS
CREDIT CORPORATION WITHDRAWING (A) IBJTC BUSINESS CREDIT CORPORATION'S
PROPOSED CURE CLAIMS (DOCKET NO. 12983) AND (B) RESPONSE TO DEBTORS'
OMNIBUS 8.2(b) CURE OBJECTION (DOCKET NO. 13651)

DPH Holdings Corp. and its subsidiaries and affiliates (collectively, the "Reorganized Debtors") and IBJTC Business Credit Corporation ("IBJTC"), as successor to IBJ Whitehall Business Credit Corporation respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And IBJTC Business Credit Corporation, As Successor To IBJ Whitehall Business Credit Corporation Withdrawing (A) IBJTC Corporation's Proposed Cure Claims (Docket No. 12983) And (B) Response To Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13651) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on March 6, 2008, IBJTC filed the Precautionary Cure Claim Objection Of IBJTC Business Credit Corporation (Docket No. 12983) (the "IBJTC Cure Claim").

WHEREAS, on April 24, 2008, the Debtors objected to the IBJTC Cure Claim pursuant to the Debtors' (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13459) (the "Omnibus 8.2(b) Cure Objection").

WHEREAS, on May 22, 2008, IBJTC filed IBJTC Business Credit Corporation's Response To (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of

Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13651) (the "IBJTC 8.2(b) Response").

WHEREAS, on May 29, 2008, this Court entered its Omnibus Order (I) Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13696) (the "Omnibus 8.2(b) Cure Objection Order"), which, among other things, listed the IBJTC Cure Claim as a disputed Cure Proposal and authorized the Debtors and the respective counterparties to "negotiate in good faith to reach a consensual resolution of the disputed Cure Proposal."

WHEREAS, because the leases included in the IBJTC Cure Claim and the IBJTC 8.2(b) Response had expired or were no longer executory on or prior to the Effective Date, no leases between IBJTC and the Debtors were assumed.

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Omnibus 8.2(b) Cure Objection with respect to the IBJTC Cure Claim and the IBJTC 8.2(b) Response, the Reorganized Debtors and IBJTC entered

into this Stipulation, pursuant to which the parties agree that the IBJTC Cure Claim and the IBJTC 8.2(b) Response are each deemed withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and IBJTC stipulate and agree as follows:

1. The IBJTC Cure Claim is hereby deemed withdrawn with prejudice.
2. The IBJTC 8.2(b) Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 26th day of October, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Ron E. Meisler
John Wm. Butler, Jr.
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/s/ Conrad Chiu
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Attorneys for IBJTC Business Credit
Corporation, as successor to IBJ Whitehall
Business Credit Corporation

- and -

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

EXHIBIT J

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DPH Holdings Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND GREYWOLF CAPITAL MANAGEMENT LP
COMPROMISING AND ALLOWING PROOF OF ADMINISTRATIVE
EXPENSE CLAIM NUMBER 19001

(GREYWOLF CAPITAL MANAGEMENT LP)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Greywolf Capital Management LP ("Greywolf") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Greywolf Capital Management LP Compromising And Allowing Proof Of Administrative Expense Claim Number 19001 (Greywolf Capital Management LP) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 15, 2009, Greywolf filed proof of administrative expense claim number 19001 against Delphi, which asserts an administrative expense claim in the amount of \$289,909.03 (the "Claim") stemming from professional fees and expenses owed in connection with postpetition financing provided to the Debtors.

WHEREAS, on September 23, 2009, by letter agreement, the Debtors agreed to reimburse Greywolf in respect of professional fees and expenses of Paul, Weiss, Rifkind, Wharton & Garrison LLP (which were set forth in the Claim) in an amount not to exceed \$200,000, and pursuant thereto, Greywolf was reimbursed in the amount of \$184,944.70, but the other amounts set forth in the Claim remained pending and unpaid (the "Remaining Claim").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by

this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on April 16, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 19873) (the "Forty-Seventh Omnibus Claims Objection").

WHEREAS, on May 17, 2010, Greywolf filed the Response Of Greywolf Capital Management LP To Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 20146) (the "Response").

WHEREAS, to resolve the Forty-Seventh Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and Greywolf entered into this Stipulation, pursuant to

which the Reorganized Debtors and Greywolf agreed that the Remaining Claim should be allowed as an administrative claim in the amount of \$20,000.00 against DPH Holdings Corp.

NOW, THEREFORE, the Reorganized Debtors and Greywolf stipulate and agree as follows:

1. The Remaining Claim shall be allowed in the amount of \$20,000.00 and shall be treated as an allowed administrative claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan.
2. The Response is hereby deemed withdrawn with prejudice.
3. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Remaining Claim.
4. Allowance of the Remaining Claim in the amount of \$20,000.00 is in full satisfaction of all liability with respect to the Remaining Claim, and Greywolf, on its own behalf and on behalf of each of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, investors, employees, other agents, and any party that can assert a claim against the Reorganized Debtors by or through any of the foregoing parties (collectively, the "Greywolf Releasing Parties"), hereby waives and releases, against each of (i) the Reorganized Debtors, and each of their respective predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former and current officers, directors, owners, employees, and any other agents and (ii) Delphi Automotive LLP and DIP Holdco 3, LLC and each of their respective predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former and current officers, directors, owners, employees, and any of their current agents (the parties set forth in 4(i) and 4(ii) collectively, the "Released Parties"), any right regarding the Claim

(including, without limitation, the Remaining Claim) and any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim (including, without limitation, the Remaining Claim) or which the Greywolf Releasing Parties have, ever had, or hereafter shall have against the Released Parties based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission.

5. Each of the Greywolf Releasing Parties hereby waives and releases, against each of General Motors Company and its predecessors, successors, assigns, subsidiaries, and affiliated companies, and each of their former and current officers, directors, owners, employees, and any other agents, (collectively, the "GM Released Parties"), any right regarding the Claim (including, without limitation, the Remaining Claim) and any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim (including, without limitation, the Remaining Claim) or which the Greywolf Releasing Parties have, ever had, or hereafter shall have against the GM Released Parties based upon, arising out of, related to the Claim, or by reason of any event, cause, thing, act, statement, or omission related to the Claim. For the avoidance of doubt, this GM release is not a general release and is limited to the release of the Claim (including, without limitation the Remaining Claim).

6. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 26th day of October, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Ron E. Meisler
John Wm. Butler, Jr.
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- and -

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

EXHIBIT K

Pg 76 of 90
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Special Parties

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EXHIBIT L

Pg 78 of 90
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EXHIBIT M

Pg 80 of 90
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Special Parties

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EXHIBIT N

Pg 82 of 90
DPH Holdings Corp.
Special Parties

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EXHIBIT O

Company	Contact	Address1	Address2	City	State	Zip
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Hewlett Packard Financial Services Company	fka Compaq Financial Services Corporation	420 Mountain Ave		Murray Hill	NJ	07974-0006
JPMorgan Chase Bank NA		270 Park Ave 17th Fl		New York	NY	10017
TPG Credit Opportunities Fund LP	c o TPG Credit Management LP	4600 Wells Fargo Center	90 S Seventh St	Minneapolis	MN	55402

EXHIBIT P

Pg 86 of 90
DPH Holdings Corp.
Special Parties

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EXHIBIT Q

Pg 88 of 90
DPH Holdings Corp.
Special Parties

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EXHIBIT R

Pg 90 of 90
DPH Holdings Corp.
Special Parties

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